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NEW YORK BRANCH

2 WORLD FINANCIAL CENTER,
NEW YORK, NY 10281-1050
SWIFT: COBAUS3XXXX
FAX NUMBER: (212) 266-7427
ABA NO: 026008044

CONTACT: SHIRLEY MOSQUERA
TELEPHONE NUMBER: 212 266 7648

SEPTEMBER 19, 2012 R: 4

IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER: 150STB12300183

ISSUANCE DATE: SEPTEMBER 19, 2012

MAXIMUM AMOUNT: U.S. \$2,086,037.00

BENEFICIARY:
U.S. ENVIRONMENTAL PROTECTION AGENCY
C/O MR. RONALD J. BORSELLINO,
DIRECTOR HAZARDOUS SITE,
CLEANUP DIVISION, EPA REGION III,
1650 ARCH STREET
PHILADELPHIA, PA 19103
USA

APPLICANT:
STABILUS INC.,
1201 TULIP DRIVE
GASTONIA, NORTH CAROLINA 28052
USA

DEAR SIR OR MADAM:

WE HEREBY ESTABLISH OUR IRREVOCABLE STANDBY LETTER OF CREDIT NO. 150STB12300183 IN YOUR FAVOR, AT THE REQUEST AND FOR THE ACCOUNT OF THE APPLICANT, STABILUS INC., IN THE AMOUNT OF EXACTLY TWO MILLION EIGHTY SIX THOUSAND THIRTY SEVEN AND 00/100 U.S. DOLLARS (\$2,086,037.00) (THE "MAXIMUM AMOUNT"). WE HEREBY AUTHORIZE YOU, THE U. S. ENVIRONMENTAL PROTECTION AGENCY (THE "BENEFICIARY"), TO DRAW AT SIGHT ON US, COMMERZBANK AG, NEW YORK BRANCH, 2 WORLD FINANCIAL CENTER, NEW YORK, NY 10281-1050, ATTN: CMIB DOCUMENTARY BUSINESS GROUP, AN AGGREGATE AMOUNT EQUAL TO THE MAXIMUM AMOUNT UPON PRESENTATION OF:

(1) YOUR SIGHT DRAFT, BEARING REFERENCE TO THIS LETTER OF CREDIT NO. 150STB12300183 (WHICH MAY, WITHOUT LIMITATION, BE PRESENTED IN THE FORM ATTACHED HERETO AS EXHIBIT A); AND

(2) YOUR SIGNED STATEMENT READING AS FOLLOWS: "I CERTIFY THAT THE AMOUNT OF

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Date: September 19, 2012
Reference Number: 150STB12300183

THE DRAFT IS PAYABLE PURSUANT TO THAT CERTAIN ADMINISTRATIVE ORDER FOR REMEDIAL DESIGN AND REMEDIAL ACTION DATED JUNE 26, 2012, ISSUED BY THE UNITED STATES TO STABILUS, INC., ZF SACHS AUTOMOTIVE OF AMERICA, INC. AND CONSTANTIA COLMAR, INC., ENTERED INTO BY THE PARTIES THERETO IN ACCORDANCE WITH THE AUTHORITY OF THE COMPREHENSIVE ENVIRONMENTAL RESPONSE, COMPENSATION, AND LIABILITY ACT (CERCLA)."

THIS LETTER OF CREDIT IS EFFECTIVE AS OF SEPTEMBER 19, 2012 AND SHALL EXPIRE ON OCTOBER 20, 2013, BUT SUCH EXPIRATION DATE SHALL BE AUTOMATICALLY EXTENDED FOR A PERIOD OF ONE (1) YEAR ON OCTOBER 20, 2013 AND ON EACH SUCCESSIVE EXPIRATION DATE, UNLESS, AT LEAST ONE HUNDRED TWENTY (120) DAYS BEFORE THE CURRENT EXPIRATION DATE, WE NOTIFY BOTH YOU AND STABILUS INC. BY CERTIFIED MAIL THAT WE HAVE DECIDED NOT TO EXTEND THIS LETTER OF CREDIT BEYOND THE CURRENT EXPIRATION DATE. IN THE EVENT YOU ARE SO NOTIFIED, ANY UNUSED PORTION OF THE LETTER OF CREDIT SHALL IMMEDIATELY THEREUPON BE AVAILABLE TO YOU UPON PRESENTATION OF YOUR SIGHT DRAFT FOR A PERIOD OF AT LEAST 120 DAYS AFTER THE DATE OF RECEIPT BY BOTH YOU AND STABILUS INC. OF SUCH NOTIFICATION, AS SHOWN ON SIGNED RETURN RECEIPTS.

MULTIPLE AND PARTIAL DRAWS ON THIS LETTER OF CREDIT ARE EXPRESSLY PERMITTED, UP TO AN AGGREGATE AMOUNT NOT TO EXCEED THE MAXIMUM AMOUNT. WHENEVER THIS LETTER OF CREDIT IS DRAWN ON, UNDER, AND IN COMPLIANCE WITH THE TERMS HEREOF, WE SHALL DULY HONOR SUCH DRAFT UPON PRESENTATION TO US, AND WE SHALL DEPOSIT THE AMOUNT OF THE DRAFT IN IMMEDIATELY AVAILABLE FUNDS DIRECTLY INTO SUCH ACCOUNT OR ACCOUNTS AS MAY BE SPECIFIED IN ACCORDANCE WITH YOUR INSTRUCTIONS.

ALL BANKING AND OTHER CHARGES UNDER THIS LETTER OF CREDIT ARE FOR THE ACCOUNT OF THE APPLICANT.

THIS LETTER OF CREDIT IS SUBJECT TO THE MOST RECENT EDITION OF THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS, PUBLISHED AND COPYRIGHTED BY THE INTERNATIONAL CHAMBER OF COMMERCE.

VERY TRULY YOURS,


Maria Teresa Jagassar

Associate

COMMERZBANK AG,
NEW YORK BRANCH
2 WORLD FINANCIAL CENTER
NEW YORK, NY 10281-1050
CMIB DOCUMENTARY BUSINESS GROUP

Americo Nogueira
Assistant Vice President

SEPTEMBER 19, 2012



Date: September 19, 2012
Reference Number: 150STB12300183

EXHIBIT A - FORM OF SIGHT DRAFT

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY

SIGHT DRAFT

TO: COMMERZBANK AG,
NEW YORK BRANCH
2 WORLD FINANCIAL CENTER
NEW YORK, NY 10281-1050
ATTN: CMIB DOCUMENTARY BUSINESS GROUP

RE: LETTER OF CREDIT NO. 150STB12300183

DATE: [INSERT DATE THAT DRAW IS MADE]

TIME: [INSERT TIME OF DAY THAT DRAW IS MADE]

THIS DRAFT IS DRAWN UNDER YOUR IRREVOCABLE LETTER OF CREDIT NO. 150STB12300183. PAY TO THE ORDER OF THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY, IN IMMEDIATELY AVAILABLE FUNDS, THE AMOUNT OF [IN WORDS] U.S. DOLLARS (U.S.\$[]) OR, IF NO AMOUNT CERTAIN IS SPECIFIED, THE TOTAL BALANCE REMAINING AVAILABLE UNDER YOUR IRREVOCABLE LETTER OF CREDIT NO. 150STB12300183.

PAY SUCH AMOUNT AS IS SPECIFIED IN THE IMMEDIATELY PRECEDING PARAGRAPH BY FEDWIRE ELECTRONIC FUNDS TRANSFER ("EFT") TO THE [SITE NAME] SPECIAL ACCOUNT WITHIN THE EPA HAZARDOUS SUBSTANCE SUPERFUND IN ACCORDANCE WITH CURRENT EFT PROCEDURES, REFERENCING FILE NUMBER [], EPA REGION AND SITE SPILL ID NUMBER [], AND DOJ CASE NUMBER [], AS FOLLOWS:

[INSERT SPECIFIC SPECIAL ACCOUNT WIRING INSTRUCTIONS AND INFORMATION].

THIS SIGHT DRAFT HAS BEEN DULY EXECUTED BY THE UNDERSIGNED, AN AUTHORIZED REPRESENTATIVE OR AGENT OF THE UNITED STATES ENVIRONMENTAL PROTECTION AGENCY, WHOSE SIGNATURE HEREUPON CONSTITUTES AN ENDORSEMENT.

BY: _____

[SIGNATURE]

[NAME]

[TITLE]